

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : **Chapter 11 Case No.**
: :
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (SCC)**
: :
Debtors. : **(Jointly Administered)**

x

DECLARATION OF KEVIN F. MEADE

I, Kevin F. Meade, hereby declare under penalty of perjury that the following is true and correct:

1. I am an associate with the law firm of Weil, Gotshal & Manges LLP, which represents Lehman Brothers Holdings Inc. (“LBHI”), Plan Administrator under the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors. I submit this Declaration in support of LBHI’s Opposition to Canary Wharf’s Motion for Partial Summary Judgment and Cross-Motion for Partial Summary Judgment.

2. Attached hereto as Exhibit 1 is a copy of Schedule 4 to the Lease¹ among Lehman Brother Limited, LBHI, Heron Quays (HQ2) T1 Limited and Heron Quays (HQ2) T2 Limited. Canary Wharf Management Limited and Canary Wharf Holdings Limited, dated March 16, 2005, bates stamped CW0011478 to CW0011481.

3. Attached hereto as Exhibit 2 is a copy of a letter from Linklaters LLP, dated December 11, 2009, bates stamped CW0000180 to CW0000188.

¹ Capitalized terms have the same meaning and are defined in LBHI’s Statement of Undisputed Material Facts and Memorandum of Law in Opposition to Canary Wharf’s Motion for Partial Summary Judgment and in Support of LBHI’s Cross-Motion for Partial Summary Judgment (“LBHI’s Brief”).

4. Attached hereto as Exhibit 3 is a copy of a letter from Sir George Iacobescu,² dated January 27, 2010, bates stamped CW0032604 to CW0032609.

5. Attached hereto as Exhibit 4 is a copy of a letter from Christopher Henderson, Group Legal Counsel to Canary Wharf Group plc, to Jeremy Clay, dated August 13, 2010, attaching a Memorandum of Understanding, bates stamped CW0001546 to CW0001555.

6. Attached hereto as Exhibit 5 is a copy of certain emails between Sarah Dawson and Katie Bradford, dated September 20–23, 2010, bates stamped CW0000480 to CW0000483.

7. Attached hereto as Exhibit 6 is a copy of certain emails between Anthony (Tony) Briam and Sarah Dawson, on one hand, and Beatrice Taylor and Katie Bradford, on the other, dated September 24–27, 2010, bates stamped CW0000587 to CW0000589.

8. Attached hereto as Exhibit 7 is a copy of an email from George Iacobescu to Christopher Coombe of Linklaters LLP, dated November 25, 2010, forwarding an email between Tony Briam, on one side, and Katie Bradford and Beatrice Taylor, on the other, bates stamped CW0000812 to CW0000813.

9. Attached hereto as Exhibit 8 is a copy of certain emails between George Iacobescu and Michael Jervis, dated September 30, 2010, bates stamped CW0000539 to CW0000541.

10. Attached hereto as Exhibit 9 is a copy of certain emails between Debra Cash and Pamela Kendall, dated October 26–27, 2010, bates stamped CW0001182.

11. Attached hereto as Exhibit 10 is a copy of an email from Debra Cash to Pamela Kendall, dated November 2, 2010, attaching a draft Settlement and Compromise of Certain

² A list of key players is attached as an Addendum to LBHI's Brief.

Claims Filed by the Canary Wharf Entities, bates stamped LBHI_CW0005810 to LBHI_CW0005817.

12. Attached hereto as Exhibit 11 is a copy of an email from George Iacobescu, dated October 28, 2010, attaching a Memorandum to Canary Wharf's Board of Directors re: Asset Substitution and Sale of 25 Bank Street (Lehman) ("HQ2"), bates stamped CW0019134 to CW0019145.

13. Attached hereto as Exhibit 12 is a copy of an email from Sarah Dawson to Beatrice Taylor, dated November 12, 2010, attaching a cover letter and a draft Deed for the surrender of 25 Bank Street, bates stamped CW0000775 to CW000085.

14. Attached hereto as Exhibit 13 is a copy of certain emails between Pamela Kendall and George Iacobescu, on one side, and Daniel Ehrmann, on the other, dated November 12–13, 2010, bates stamped CW0011679 to CW0011680.

15. Attached hereto as Exhibit 14 is a copy of certain emails between Daniel Ehrmann and Debra Cash, on one side, and Pamela Kendall, on the other, dated November 23–24, 2010, bates stamped CW0016742 to CW0016743.

16. Attached hereto as Exhibit 15 is a copy of an email from Richard Krasnow to Jennifer DeMarco, dated November 24, 2010, bates stamped LBHI_CW00064436 to LBHI_CW0006439.

17. Attached hereto as Exhibit 16 is a copy of certain emails between Richard Krasnow to Jennifer DeMarco, dated November 30–December 1, 2010, bates stamped CW0010419 to CW0010422.

18. Attached hereto as Exhibit 17 is a copy of certain emails between Andrew Dietderich, on one side, and Richard Krasnow and Erika Del Nido of Weil, Gotshal & Manges LLP, on the other side, dated December 8–22, 2010, bates stamped CW0018454 to CW0018471.

19. Attached hereto as Exhibit 18 is a copy of an email from Katie Bradford to Tony Briam and Sarah Dawson, dated November 26, 2010, bates stamped CW0018402 to CW0018405.

20. Attached hereto as Exhibit 19 is a copy of an email from Tony Briam to Rupert Jones of Weil, Gotshal & Manges LLP, dated December 1, 2010, bates stamped CW0022960 to CW0022961.

21. Attached hereto as Exhibit 20 is a copy of an email from Tony Briam to Richard Krasnow, dated December 3, 2010, attaching a confidentiality letter, bates stamped CW0010423 to CW0010429.

22. Attached hereto as Exhibit 21 is a copy of an email from Tony Briam to Richard Krasnow, dated December 5, 2010, bates stamped CW0010430 to CW0010433.

23. Attached hereto as Exhibit 22 is a copy of certain emails between Andrew Dietderich and Richard Krasnow, dated December 6, 2010, bates stamped CW0010435 to CW0010436.

24. Attached hereto as Exhibit 23 is a copy of an email from Andrew Dietderich to Richard Krasnow, Rupert Jones and Erika Del Nido, dated December 8, 2010, bates stamped CW0010463.

25. Attached hereto as Exhibit 24 is a copy of certain emails between Justin Turner and Jeremy Clay, dated December 3, 2010, bates stamped CW0029713 to CW0029715.

26. Attached hereto as Exhibit 25 is a copy of excerpts from an Agreement Relating to the Grant of a Lease of 25 Bank Street between Canary Wharf and J.P.Morgan, dated December 20, 2010, bates stamped starting at CW0005282.

27. Attached hereto as Exhibit 26 is a copy of certain emails between Jeremy Clay and Justin Turner, date December 11, 2010, bates stamped MB0003093 to MB0003094.

28. Attached hereto as Exhibit 27 is a copy of an email from Tony Briam to Pamela Kendall, dated December 13, 2010, forwarding an email from Jeremy Clay to Tony Briam, bates stamped CW0030796 to CW0030798.

29. Attached hereto as Exhibit 28 is a copy of certain emails between Jeremy Clay and Anita Jones, on one side, and Tony Briam and Justin Turner, on the other side, dated December 13–15, 2010, bates stamped MB0000654 to MB0000656.

30. Attached hereto as Exhibit 29 is a copy of certain emails between Andrew Dietderich, on one side, and Richard Krasnow and Erika Del Nido, on the other side, dated December 6–7, 2010, attaching a copy of the Forfeiture Agreement, bates stamped LBHI_CW0006528 to LBHI_CW0006540.

31. Attached hereto is Exhibit 30 is a copy of an email from Andrew Dietderich to Richard Krasnow, Erika del Nido and Dennis O'Donnell of Milbank, Tweed, Hadley & McCloy LLP, dated December 10, 2010, attaching a draft of the Agreement Relating to the Grant of a Lease of 25 Bank Street (of which excerpts are attached), bates stamped starting CW0010492.

32. Attached hereto as Exhibit 31 is a copy of a letter from Andrew Dietderich to Richard Krasnow, dated January 27, 2011.

33. Attached hereto as Exhibit 32 are excerpts of a copy of a redacted version of the Agreement Relating to the Grant of a Lease of 25 Bank Street, dated December 20, 2010, bates stamped beginning LBHI_CW0013640.

34. Attached hereto as Exhibit 33 are excerpts from the transcript from the February 13, 2013 status conference before this Court.

35. Attached hereto as Exhibit 34 are excerpts of a Prospectus issued by a Canary Wharf subsidiary, dated April 19, 2007.

36. Attached hereto as Exhibit 35 are excerpts of a Prospectus issued by a Canary Wharf subsidiary, dated May 20, 2005.

37. Attached hereto as Exhibit 36 are excerpts of an Amendment Agreement Relating to the HQ2 Master Definitions Agreement dated Feb. 21, 2002, between the Landlords each acting as trustee for an on behalf of HQCB Properties (HQ2) Limited, AIG Financial Products Corp., Deutsche Trustee Company Limited, and Canary Wharf Limited, dated December 1, 2005, bates stamped beginning CW0027521.

38. Attached hereto as Exhibit 37 is a copy of certain emails between George Iacobescu and Frank Bartolotta, dated September 1, 2011, bates stamped CW0032051 to CW0032052.

39. Attached hereto as Exhibit 38 is a copy of an email from David Tulchin of Sullivan & Cromwell LLP to Frank Bartolotta, dated March 26, 2014, attaching a draft Affidavit of Frank Bartolotta, bates stamped CW0075961 to CW0075964.

40. Attached hereto as Exhibit 39 is a copy of an email from Frank Bartolotta to George Iacobescu, dated March 27, 2014, bates stamped CW0075979.

41. Attached hereto as Exhibit 40 are excerpts of the Joint Administrators' progress report for the period 15 September 2010 to 14 March 2014, dated Apr. 9, 2014.

42. Attached hereto as Exhibit 41 are excerpts of the transcript of the deposition of Andrew Dietderich, taken on June 11, 2013 in this proceeding.

43. Attached hereto as Exhibit 42 excerpts of the transcript of the deposition of Anthony Briam, taken on June 19, 2013 in this proceeding.

44. Attached hereto as Exhibit 43 are excerpts of the transcript of the deposition of Daniel Ehrmann, taken on June 27, 2013 in this proceeding.

45. Attached hereto as Exhibit 44 are excerpts of the transcript of the deposition of Frank Bartolotta, taken on May 7, 2014 in this proceeding.

46. Attached hereto as Exhibit 45 are excerpts of the transcript of the deposition of Sir George Iacobescu, taken on June 18, 2013 in this proceeding.

47. Attached hereto as Exhibit 46 are excerpts of the transcript of the deposition of Jeremy Clay, taken July 19, 2013 in this proceeding.

48. Attached hereto as Exhibit 47 are excerpts of the transcript of the deposition on Laurence Rabinowitz QC, taken September 4, 2013 in this proceeding.

49. Attached hereto as Exhibit 48 are excerpts of the transcript of the deposition on Pamela Kendall, taken June 20, 2013 in this proceeding.

50. Attached here to as Exhibit 49 are excerpts of the transcript of the deposition of Richard Krasnow, taken June 25, 2013 in this proceeding.

51. Attached hereto as Exhibit 50 are excerpts of the transcript of the deposition of Richard Millett QC, taken September 12, 2013 in this proceeding.

52. Attached hereto as Exhibit 51 is the Declaration of Richard Millett QC in Support of Rejection of Proofs of Claim of Canary Wharf Management Limited *et al.*, dated January 10, 2013, filed in this proceeding (ECF No. 33774) (with Appendix 1 only).

53. Attached hereto as Exhibit 52 is the Further Declaration of Richard Millett QC in Support of Objection to Proofs of Claim of Canary Wharf Management Limited *et al.*, dated July 15, 2013 (with Appendix 1 only).

54. Attached hereto as Exhibit 53 is a copy of the decision by the Chancery Division in *Active Estates Ltd v Parness* [2002] 3 EGRL 13.

55. Attached hereto as Exhibit 54 is an excerpt from ALDRIDGE, LEASEHOLD LAW (2014).

56. Attached hereto as Exhibit 55 is an excerpt from ANDREWS & MILLETT, LAW OF GUARANTEES (6th ed. 2011).

57. Attached hereto as Exhibit 56 is a copy of the decision by the Court of Appeal, Civil Division in *Association of British Travel Agents Ltd v British Airways plc* [2000] 2 All ER (Comm) 204.

58. Attached hereto as Exhibit 57 is a copy of the decision in *Birch v. Wright* (1786) 1 Term Rep 378.

59. Attached hereto as Exhibit 58 is a copy of the decision by the Queen's Bench Division (Commercial Court) in *Carey Value Added SL v. Grupo Urvasco SA* [2011] 2 All ER (Comm) 140.

60. Attached hereto as Exhibit 59 is a copy of the decision by the High Court of Justice, Queen's Bench Division (Commercial Court) in *CIMC Raffles Offshore (Singapore) Ltd v Schahin Holdings SA* [2012] EWHC 1758 (Comm).

61. Attached hereto as Exhibit 60 is a copy of the decision by the Court of Appeal (Civil Division) in *CIMC Raffles Offshore (Singapore) Ltd v Schahin Holdings SA* [2013] EWCA Civ 644.

62. Attached hereto as Exhibit 61 is a copy of the decision by the Court of Appeal (Civil Division) in *Dwr Cymru Cynfyngedig (Welsh Water) v Corus UK Ltd* [2007] EWCA Civ 285.

63. Attached hereto as Exhibit 62 is an excerpt from The ENCYCLOPAEDIA OF FORMS AND PRECEDENTS (5th ed. 2009), Vol. 22(2)A.

64. Attached hereto as Exhibit 63 is a copy of the decision in *Franklin v. Carter* (1845) 1 CB 750.

65. Attached hereto as Exhibit 64 is a copy of the decision in *Gray v. Owen* [1910] 1 KB 622.

66. Attached hereto as Exhibit 65 is an excerpt (paragraphs 1541 to 1543) from HILL & REDMOND, LAW OF LANDLORD AND TENANT.

67. Attached hereto as Exhibit 66 is an excerpt (from Precedent L1) from HILL & REDMOND, LAW OF LANDLORD AND TENANT (Issue 92 2014).

68. Attached hereto as Exhibit 67 is a copy of the decision by the Court of Appeal in *Holme v. Brunskill* [1878] 3 QBD 495.

69. Attached hereto as Exhibit 68 is a copy of the decision by the House of Lords in *In re Park Air Services Plc.* [2000] 2 A.C. 172.

70. Attached hereto as Exhibit 69 is a copy of the decision by the *In re Strand Music Hall Ltd* (1865) 35 Beav 153.

71. Attached hereto as Exhibit 70 is a copy of the decision in *Jones v. Carter* (1846) 15 M&W 718.

72. Attached hereto as Exhibit 71 is a copy of the decision by the Court of Appeal (Civil Division) in *Liberty Mutual Insurance Company (UK) Ltd v HSBC Bank plc* [2002] EWCA Civ 691.

73. Attached hereto as Exhibit 72 is a copy of the decision *Marshall v. Mackintosh* (1898) 78 LT 750.

74. Attached hereto as Exhibit 73 is a copy of the decision by the Court of Appeal (Civil Division) in *Marubeni Hong Kong v The Government of Mongolia* [2005] 1 WLR 2497.

75. Attached hereto as Exhibit 74 is a copy of the decision by the Court of Appeal (Civil Division) in *McGuinness v Norwich & Peterborough BS* [2012] 2 All ER (Comm) 265.

76. Attached hereto as Exhibit 75 is a copy of the decision by the Court of Appeal in *MS Fashions v. BCCI* [1993] Ch 425.

77. Attached hereto as Exhibit 76 are excerpts (from paragraphs 1-91 to 1-110) O'DONOVAN & PHILLIPS, THE MODERN CONTRACT OF GUARANTEE (2d ed. 2010).

78. Attached hereto as Exhibit 77 are excerpts (from paragraphs 6-76 to 6-89) O'DONOVAN & PHILLIPS, THE MODERN CONTRACT OF GUARANTEE (2d ed. 2010).

79. Attached hereto as Exhibit 78 is a copy of the decision by the Court of Appeal (Northern Ireland) in *Rainey v. Kearney* [1990] N.I. 18.

80. Attached hereto as Exhibit 79 is a copy of the decision by the Court of Appeal (Civil Division) in *Reichman v. Beveridge* [2006] EWCA Civ 1659.

81. Attached hereto as Exhibit 80 is a copy of the decision by the Court of Appeal (Civil Division) in *Singapore Airlines Ltd v Buck Consultants Ltd* [2011] EWCA Civ 1542.

82. Attached hereto as Exhibit 81 is a copy of the decision from the Court of Appeal in *Stadium Finance Co. v. Helm* [1965] 109 SJ 471.

83. Attached hereto at Exhibit 82 is a copy of the decision by the Chancery Court in *Vossloh Aktiengesellschaft v. Alpha Trains (UK) Ltd* [2010] EWHC 2443 (Ch).

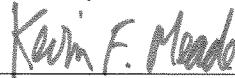
84. Attached hereto as Exhibit 83 is a copy of the decision in *Walls v. Atcheson* (1826) 11 Moore CP and Exch. Reports 379.

85. Attached hereto as Exhibit 84 is a copy of the decision in *William v. Lewis* [1915] 3 KB 493.

86. Attached hereto as Exhibit 85 is an excerpt from WOODFALL, LANDLORD AND TENANT.

Dated: May 22, 2014

Respectfully submitted,



Kevin F. Meade
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates*